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September 9, 2020

***Via ECF***

The Honorable Naomi Reice Buchwald  
United States District Judge  
Daniel Patrick Moynihan United States Courthouse  
500 Pearl Street  
New York, NY 10007

Re: *Major Energy Electric Services, LLC, et al. v. Saul Horowitz et al.*, Civ. No. 19-cv-10431 (NRB)

Dear Judge Buchwald:

We are counsel to Defendants in the above-referenced matter. We write in response to the Court's scheduling of a teleconference for September 29, 2020 (Order Scheduling Initial Teleconference, September 8, 2020 [ECF No. 29]), and to respectfully request that the Court stay all further proceedings and deadlines in this case pending issuance of a decision in the matter of *Horowitz, et al. v. National Gas & Electric, LLC, et al.*, Civ. No. 17-cv-7742 (JPO) (the "Earnout Dispute"), involving the same parties and transaction documents as this matter. Plaintiffs consent to this stay request.

The parties participated in a bench trial in the Earnout Dispute from March 2, 2020 through March 11, 2020, submitted post-trial briefing on April 17, 2020, and are currently waiting for a final ruling from the Court. The parties believe that it makes judicial and economic sense to stay further proceedings in this matter until after a ruling is issued in the Earnout Dispute. Pending this Court's approval, the parties have agreed to a stay of this proceeding through 14 days after a decision in the Earnout Dispute is rendered. At that point, the parties will report to this Court regarding whether the stay should be lifted or continued. The parties contend that a stay may only continue after a decision is rendered upon agreement by both sides.

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Thank you for your consideration.

Respectfully submitted,

KING & SPALDING LLP

/s/ Israel Dahan

Israel Dahan

*Counsel for Defendants*

cc: All Counsel of Record (*via ECF*)